

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<hr/> <b>In re:</b>  <b>W.R. GRACE &amp; CO., <u>et al.</u>,</b>  <div style="text-align: center;"><b>Reorganized Debtors.</b></div> <hr/>	) ) ) ) ) ) )	<b>Chapter 11</b>  <b>Case No. 01-1139 (KJC)</b>  Objection Deadline: July 7, 2014 at 4:00 p.m. Hearing: October 14, 2014 at 10:00 a.m.
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**COVER SHEET TO SECOND QUARTERLY AND FINAL FEE APPLICATION OF  
TOWERS WATSON DELAWARE INC., ACTUARIAL CONSULTANTS TO DAVID T.  
AUSTERN, FORMER ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE,  
AND ROGER FRANKEL, SUCCESSOR ASBESTOS PI FUTURE CLAIMANTS'  
REPRESENTATIVE, FOR COMPENSATION OF SERVICES RENDERED AND  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FOR  
THE SECOND QUARTERLY PERIOD FROM JANUARY 1, 2014 THROUGH  
FEBRUARY 3, 2014 AND THE FINAL FEE PERIOD  
FROM OCTOBER 29, 2004 THROUGH FEBRUARY 3, 2014**

<b>Name of Applicant:</b>	Towers Watson Delaware Inc. ("Towers Watson")
<b>Authorized to Provide Professional Services to:</b>	<ul style="list-style-type: none"> <li>David T. Austern, Former Asbestos Personal Injury Future Claimants' Representative ("Former FCR") from October 29, 2004 through May 16, 2013</li> <li>Roger Frankel, Asbestos Personal Injury Future Claimants' Representative ("Successor FCR") from November 15, 2013 through February 3, 2014<sup>1</sup></li> </ul>

<sup>1</sup> Pursuant to this Court's Order authorizing Roger Frankel's retention of Towers Watson as his actuarial consultant, Towers Watson is authorized to file a single consolidated final fee application covering all of the fees and expenses incurred by Towers Watson in connection with its actuarial services provided to David T. Austern and Roger Frankel [Dkt. No. 31479 ¶ 4].

<b>Date of Retention:</b>	<ul style="list-style-type: none"> <li>As actuarial consultants to the Former FCR: As of October 29, 2004, pursuant to Order entered by the Court on December 21, 2004 [Dkt. No. 7254]</li> <li>As actuarial consultants to the Successor FCR: As of November 15, 2013, pursuant to this Court's Order entered December 17, 2013 [Dkt. No. 31346]</li> </ul>	
<b>Periods for which Compensation and Reimbursement is Sought:</b>	<b><u>Second Quarterly Period As Actuarial Consultants to the Successor FCR:</u></b> January 1, 2014 through February 3, 2014	<b><u>Final Fee Period As Actuarial Consultants to the Former FCR and Successor FCR:</u></b> October 29, 2004 through February 3, 2014
<b>Total Fees Requested:</b>	\$9,240.00	\$3,673,654.50 <sup>2</sup>
<b>Total Expenses Requested:</b>	\$0.00	\$53,453.96 <sup>3</sup>
<b>Total Fees &amp; Expenses Requested:</b>	\$9,240.00	\$3,727,108.46
<b>Total Fees Previously Approved:</b>	To Be Considered with Final Fee Application	\$3,638,139.00
<b>Total Expenses Previously Approved:</b>	To Be Considered with Final Fee Application	\$53,453.96
<b>Total Hours:</b>	18.8	8,814.3

<sup>2</sup> The total fees requested is equal to the sum of all fees previously approved by this Court pursuant to Towers Watson's 1<sup>st</sup> through 29<sup>th</sup> quarterly fee applications (\$3,638,139.00) plus the fees requested in Towers Watson's 1<sup>st</sup> quarterly fee application for October 1, 2013 through December 31, 2013 (\$26,275.50) and Towers Watson's 2<sup>nd</sup> quarterly fee application for January 1, 2014 through February 3, 2014 (\$9,240.00) in connection with actuarial services provided to Roger Frankel as the Successor FCR.

<sup>3</sup> The total expenses requested is equal to the sum of all expenses previously approved by this Court pursuant to Towers Watson's 1<sup>st</sup> through 29<sup>th</sup> quarterly fee applications. There are no expenses sought in Towers Watson's 1<sup>st</sup> or 2<sup>nd</sup> quarterly fee applications for the periods October 1, 2013-December 31, 2013 and January 1, 2014-February 3, 2014, respectively.

**SUMMARY OF QUARTERLY FEE APPLICATIONS FILED DURING THE FINAL  
FEE PERIOD: OCTOBER 29, 2004 THROUGH FEBRUARY 3, 2014**

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Fees/Expenses	Dated Filed (DI No.)
<b><u>Actuarial Consultant to David T. Austern (Former FCR)</u></b>							
2/20/06 D.I. 11854 (1 <sup>st</sup> Quarterly)	10/1/04-12/31/04	\$25,002.00	\$0.00	\$25,002.00	\$0.00	\$0.00	3/27/06 D.I. 12121
2/20/06 D.I. 11855 (2 <sup>nd</sup> Quarterly)	1/1/05-3/31/05	\$78,723.00	\$270.00	\$78,723.00	\$270.00	\$0.00	3/27/06 D.I. 12121
2/20/06 D.I. 11856 (3 <sup>rd</sup> Quarterly)	4/1/05-6/30/05	\$432.00	\$0.00	\$432.00	\$0.00	\$0.00	3/27/06 D.I. 12121
2/20/06 D.I. 11857 (4 <sup>th</sup> Quarterly)	10/1/05-12/31/05	\$12,740.50	\$2,246.00	\$12,740.50	\$2,246.00	\$0.00	6/16/06 D.I. 12660
6/29/06 D.I. 12734 (5 <sup>th</sup> Quarterly)	1/1/06-3/31/06	\$66,539.00	\$867.40	\$66,539.00	\$867.40	\$0.00	9/26/06 D.I. 13298
8/21/06 D.I. 13026 (6 <sup>th</sup> Quarterly)	4/1/06-6/30/06	\$31,895.00	\$0.00	\$31,895.00	\$0.00	\$0.00	12/19/06 D.I. 14069
12/15/06 D.I. 14036 (7 <sup>th</sup> Quarterly)	7/1/06-9/30/06	\$136,782.50	\$632.60	\$136,782.50	\$632.60	\$0.00	3/30/07 D.I. 15044
3/7/07 D.I. 14779 (8 <sup>th</sup> Quarterly)	10/1/06-12/31/06	\$417,223.00	\$5,326.30	\$417,223.00	\$5,326.30	\$0.00	6/20/07 D.I. 16105
10/1/07 D.I. 16956 (9 <sup>th</sup> Quarterly)	1/1/07-3/31/07	\$320,162.50	\$10,770.05	\$320,162.50	\$10,770.05	\$0.00	9/25/07 D.I. 16916
10/1/07 D.I. 16957 (10 <sup>th</sup> Quarterly)	4/1/07-6/30/07	\$767,204.00	\$6,346.44	\$767,204.00	\$6,346.44	\$0.00	12/13/07 D.I. 17629

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Fees/Expenses	Dated Filed (DI No.)
1/11/08 D.I. 17800 (11 <sup>th</sup> Quarterly)	7/1/07- 9/30/07	\$679,996.50	\$3,647.52	\$679,996.50	\$3,647.52	\$0.00	3/12/08 D.I. 18270
4/29/08 D.I. 18634 (12 <sup>th</sup> Quarterly)	10/1/07- 12/31/07	\$505,836.00	\$6,110.25	\$505,836.00	\$6,110.25	\$0.00	6/23/08 D.I. 18989
8/4/08 D.I. 19221 (13 <sup>th</sup> Quarterly)	1/1/28- 3/31/08	\$306,891.50	\$10,913.18	\$306,891.50	\$10,913.18	\$0.00	10/1/08 D.I. 19663
10/2/08 D.I. 19692 (14 <sup>th</sup> Quarterly)	4/1/08- 6/30/08	\$87,838.00	\$4,199.58	\$87,838.00	\$4,199.58	\$0.00	12/17/08 D.I. 20283
12/19/08 D.I. 20303 (15 <sup>th</sup> Quarterly)	7/1/08- 9/30/08	\$38,079.50	\$64.95	\$33,975.50	\$64.95	\$0.00	4/2/09 D.I. 21173
4/13/09 D.I. 21253 (16 <sup>th</sup> Quarterly)	10/1/08- 12/31/08	\$34,513.00	\$0.00	\$34,513.00	\$0.00	\$0.00	7/7/09 D.I. 22354
6/25/09 D.I. 22255 (17 <sup>th</sup> Quarterly)	1/1/09- 3/31/09	\$4,167.50	\$0.00	\$4,167.50	\$0.00	\$0.00	9/28/09 D.I. 23352
10/12/09 D.I. 23470 (18 <sup>th</sup> Quarterly)	4/1/09- 6/30/09	\$1,322.50	\$0.00	\$1,322.50	\$0.00	\$0.00	12/11/09 D.I. 23996
2/12/10 D.I. 24280 (19 <sup>th</sup> Quarterly)	7/1/09- 9/30/09	\$5,747.50	\$0.00	\$5,747.50	\$0.00	\$0.00	3/19/10 D.I. 24470
3/2/10 D.I. 24396 (20 <sup>th</sup> Quarterly)	10/1/09- 12/31/09	\$12,933.00	\$0.00	\$12,933.00	\$0.00	\$0.00	6/7/10 D.I. 24917
8/6/10 D.I. 25182 (21 <sup>st</sup> Quarterly)	1/1/10- 3/31/10	\$855.00	\$0.00	\$855.00	\$0.00	\$0.00	9/13/10 D.I. 25397
11/8/10 D.I. 25719 (22 <sup>nd</sup> Quarterly)	4/1/10- 6/30/10	\$21,683.00	\$0.00	\$21,683.00	\$0.00	\$0.00	12/10/10 D.I. 25905

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Fees/Expenses	Dated Filed (DI No.)
2/19/11 D.I. 26342 (23 <sup>rd</sup> Quarterly)	7/1/10-9/30/10	\$4,153.50	\$0.00	\$4,153.50	\$0.00	\$0.00	3/24/11 D.I. 26623
1/26/12 D.I. 28426 (24 <sup>th</sup> Quarterly)	7/1/11-9/30/11	\$8,675.50	\$0.00	\$8,675.50	\$0.00	\$0.00	3/23/12 D.I. 28705
9/19/12 D.I. 29639 (25 <sup>th</sup> Quarterly)	1/1/12-3/31/12	\$2,567.50	\$0.00	\$2,567.50	\$0.00	\$0.00	12/11/12 D.I. 30036
9/19/12 D.I. 29640 (26 <sup>th</sup> Quarterly)	4/1/12-6/30/12	\$4,480.50	\$0.00	\$4,480.50	\$0.00	\$0.00	12/11/12 D.I. 30036
11/21/12 D.I. 29924 (27 <sup>th</sup> Quarterly)	7/1/12-9/30/12	\$60,668.00	\$2,059.69	\$60,555.50	\$2,059.69	\$0.00	3/27/13 D.I. 30440
4/19/13 D.I. 30532 (28 <sup>th</sup> Quarterly)	10/1/12-12/31/12	\$3,692.50	\$0.00	\$3,692.50	\$0.00	\$0.00	7/31/13 D.I. 30907
11/15/13 D.I. 31345 (29 <sup>th</sup> Quarterly)	4/1/13-5/16/13	\$1,551.50	\$0.00	\$1,551.50	\$0.00	\$0.00	12/17/13 D.I. 31482
<b><u>Actuarial Consultant to Roger Frankel (Successor FCR)</u></b>							
3/14/14 D.I. 31862 (1 <sup>st</sup> Quarterly)	11/15/13-12/31/13	\$26,275.50	\$0.00	\$21,020.40 (80% fees paid – approval pending)	\$0.00	\$5,255.10 (20% holdback on fees – approval pending)	Set for hearing on May 28, 2014
To Be Considered with this Final Fee Application (2 <sup>nd</sup> Quarterly)	1/1/14-2/3/14	\$9,240.00	\$0.00	\$7,392.00 (80% fees paid – approval pending)	\$0.00	\$1,848.00 (20% holdback on fees – approval pending)	Set for hearing on October 14, 2014
<b>TOTAL:</b>	10/29/04-2/3/14	<b>\$3,677,871.00</b>	<b>\$53,453.96</b>	<b>\$3,666,551.40</b>	<b>\$53,453.96</b>	<b>\$7,103.10</b>	--

**SUMMARIES RELATING TO SECOND QUARTERLY PERIOD:**  
**JANUARY 1, 2014 THROUGH FEBRUARY 3, 2014**

**MONTHLY FEE STATEMENTS FILED FOR SECOND QUARTERLY PERIOD**

<b>Date Filed (DI No.)</b>	<b>Period Covered</b>	<b>Requested Fees (100%)</b>	<b>Requested Expenses (100%)</b>	<b>Fees Paid (80%)</b>	<b>Expenses Paid (100%)</b>
2/6/14 D.I. 31822	1/1/14-1/31/14	\$9,240.00	\$0.00	\$7,392.00	\$0.00
<b>TOTAL:</b>	<b>1/1/14-1/31/14</b>	<b>\$9,240.00</b>	<b>\$0.00</b>	<b>\$7,392.00</b>	<b>\$0.00</b>

**SUMMARY OF TIME EXPENDED BY  
PROFESSIONAL DURING SECOND QUARTERLY PERIOD**

<b>Name of Professional</b>	<b>Position</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Jeff Kimble	Consulting Actuary, ACAS, 1998	\$515	8.5	\$4,377.50
Steve Lin	Consulting Actuary, FCAS, 2012	\$575	2.3	\$1,322.50
Adam Luechtefeld	Analyst	\$330	0.5	\$165.00
David Wolf	Consulting Actuary, FCAS, 2013	\$450	7.5	\$3,375.00
<b>TOTAL:</b>			<b>18.8</b>	<b>\$9,240.00</b>
<b>Blended Rate: \$491.49</b>				

**SUMMARY OF COMPENSATION BY  
PROJECT CATEGORY DURING SECOND QUARTERLY PERIOD**

<b>Project Category</b>	<b>Hours</b>	<b>Fees</b>
Data Analysis	18.8	\$9,240.00
<b>TOTAL:</b>	<b>18.8</b>	<b>\$9,240.00</b>

**SUMMARY OF EXPENSES INCURRED DURING SECOND QUARTERLY PERIOD**

<b>Expense Category</b>	<b>Expenses Requested</b>
No expenses	\$0.00
<b>TOTAL:</b>	<b>\$0.00</b>

**SUMMARIES RELATING TO FINAL FEE PERIOD:  
OCTOBER 29, 2004 THROUGH FEBRUARY 3, 2014****SUMMARY OF TIME EXPENDED BY  
PROFESSIONAL DURING FINAL FEE PERIOD**

<b>Name of Professional</b>	<b>Position of Applicant; No. of Years in Position, Prior Relevant Experience, Year Obtained License, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
<b><u>Principals</u></b>				
Michael E. Angelina	Principal, ACAS, 1993	\$575	81.4	\$46,805.00
<b><u>Consulting Actuaries</u></b>				
Matthew Ball	Consulting Actuary, FIA, 2012	\$550	1.5	\$825.00
		\$575	8.5	\$4,887.50
Jennifer Biggs	Consulting Actuary, FCAS, 1994	\$560	16.3	\$9,128.00
		\$575	1.5	\$862.50
		\$625	1,616.6	\$1,010,375.00
		\$650	296.2	\$192,530.00
		\$675	9.3	\$6,277.50
		\$690	15.1	\$10,419.00
		\$715	33.6	\$24,024.00
		\$750	2.0	\$1,500.00
Bryan Gillespie	Consulting Actuary, FCAS, 1983	\$400	979.8	\$391,920.00
		\$410	91.9	\$37,679.00
		\$450	1.0	\$450.00

Name of Professional	Position of Applicant; No. of Years in Position, Prior Relevant Experience, Year Obtained License, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jeffrey Kimble	Consulting Actuary, ACAS, 1998	\$350	2.2	\$770.00
		\$375	1,247.8	\$467,925.00
		\$400	408.9	\$163,560.00
		\$425	33.5	\$14,237.50
		\$450	3.0	\$1,350.00
		\$475	53.0	\$25,175.00
		\$515	35.3	\$18,179.50
Ken Leonard	Consulting Actuary, FCAS, 2007	\$385	119.5	\$46,007.50
		\$410	1.3	\$533.00
Steve Lin	Consulting Actuary, FCAS, 2012	\$425	194.8	\$82,790.00
		\$475	36.2	\$17,195.00
		\$525	0.5	\$262.50
		\$575	6.8	\$3,910.00
Atul Malhotra	Consulting Actuary, FCAS, ACAS, 2001	\$360	123.1	\$44,316.00
		\$425	51.8	\$22,015.00
Gregory Poirier	Consulting Actuary, FCAS, 2000	\$425	12.4	\$5,270.00
David Powell	Consulting Actuary, ACAS, 1972	\$675	125.8	\$84,915.00
		\$700	5.1	\$3,570.00
Sandy Santomenno	Consulting Actuary, ACAS, 1989	\$550	4.0	\$2,200.00
		\$575	3.0	\$1,725.00
Ollie Sherman	Consulting Actuary, FCAS, 1981	\$675	165.7	\$111,847.50
		\$700	7.2	\$5,040.00
Russ Sutter	Consulting Actuary, FCAS, 1988	\$485	0.7	\$339.50
David Wolf	Consulting Actuary, FCAS, 2013	\$375	27.8	\$10,425.00
		\$450	24.0	\$10,800.00
<b><u>Analysts/Project Managers/Consultants</u></b>				
Lisa Balatbat	Project Manager	\$400	14.0	\$5,600.00
Kathy Boeger	Analyst	\$125	3.2	\$400.00



Name of Professional	Position of Applicant; No. of Years in Position, Prior Relevant Experience, Year Obtained License, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Julianne Callaway	Analyst	\$270	1.5	\$405.00
		\$300	1,044.7	\$313,410.00
		\$325	58.8	\$19,110.00
		\$330	5.0	\$1,650.00
		\$340	22.5	\$7,650.00
		\$360	47.5	\$17,100.00
Melissa Chung	Analyst	\$250	410.0	\$102,500.00
		\$295	15.8	\$4,661.00
Yan Lap Fung	Analyst	\$180	31.9	\$5,742.00
		\$210	2.5	\$525.00
Chris Grant	Analyst	\$210	9.9	\$2,079.00
Rosemary Howell	Analyst	\$160	3.5	\$560.00
Nicole King	Analyst	\$250	52.7	\$13,175.00
Lana Leonard	Analyst	\$175	7.0	\$1,225.00
Adam Luechtefeld	Analyst	\$250	515.4	\$128,850.00
		\$260	4.0	\$1,040.00
		\$275	6.5	\$1,787.50
		\$330	4.0	\$1,320.00
Sarah Maune	Analyst	\$205	1.0	\$205.00
Caroline Muegge	Analyst	\$220	1.0	\$220.00
Alicia Oliver	Analyst	\$150	73.7	\$11,055.00
		\$170	36.2	\$6,154.00
		\$175	13.0	\$2,275.00
Brent Petzoldt	Analyst	\$100	32.5	\$3,250.00
		\$210	37.5	\$7,875.00
		\$235	13.7	\$3,219.50
		\$240	21.2	\$5,088.00
		\$250	0.3	\$75.00
		\$300	2.5	\$750.00

<b>Name of Professional</b>	<b>Position of Applicant; No. of Years in Position, Prior Relevant Experience, Year Obtained License, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Terry Quackenbush	Analyst	\$300	14.2	\$4,260.00
Rhamonda Riggins	Analyst	\$260	303.7	\$78,962.00
		\$295	47.7	\$14,071.50
		\$305	13.4	\$4,087.00
		\$315	3.5	\$1,102.50
		\$325	18.5	\$6,012.50
		\$330	1.5	\$495.00
Liz Scott	Analyst	\$180	0.2	\$36.00
Andrew Staudt	Analyst	\$195	2.0	\$390.00
Jennifer Teter	Analyst	\$260	7.0	\$1,820.00
		\$305	12.5	\$3,812.50
		\$315	1.2	\$378.00
Aaron Tresnak	Analyst	\$155	7.1	\$1,100.50
Ed Woynich	Consultant	\$285	22.8	\$6,498.00
Patrick Yu	Analyst	\$215	17.9	\$3,848.50
<b>TOTAL:</b>	<b>8,814.3</b>			<b>\$3,677,870.50<sup>4</sup></b>
<b>BLENDED RATE:</b>	<b>\$417.26</b>			

<sup>4</sup> Due to a mathematical error of \$0.50 in a previously filed monthly fee application, this total is \$0.50 less than the correct total amount of \$3,677,871.00 in fees. In addition, this chart does not include Towers Watson's agreements to reduce its fees in the aggregate amount of \$4,216.50 in connection with its 15<sup>th</sup> and 27<sup>th</sup> quarterly fee applications, which agreements are reflected in this Court's orders approving Towers Watson's 15<sup>th</sup> and 27<sup>th</sup> quarterly fee applications.

**SUMMARY OF COMPENSATION BY  
PROJECT CATEGORY DURING FINAL FEE PERIOD**

<b>Project Category</b>	<b>Hours Billed</b>	<b>Total Fees Requested</b>
Data Analysis	8,289.3	\$3,462,539.50
Insurance	525.0	\$215,331.50
<b>TOTAL:</b>	<b>8,814.3</b>	<b>\$3,677,871.00<sup>5</sup></b>

**SUMMARY OF EXPENSES INCURRED DURING FINAL FEE PERIOD**

<b>Expense Category</b>	<b>Expenses Requested</b>
Airfare	\$27,633.56
Car Rental	\$184.41
Fee for purchase of article	\$64.95
Hotel	\$7,918.30
Meals	\$1,420.38
Mileage	\$462.13
Other	\$176.56
Parking	\$1,099.34
Phone	\$4.00
Software fee	\$2,183.26
Taxi	\$1,586.97
Train	\$720.10
Vendor Fee – license for Manville Database	\$10,000.00
<b>TOTAL:</b>	<b>\$53,453.96</b>

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<sup>5</sup> This amount does not reflect agreements by Towers Watson to reduce its fees in the aggregate amount of \$4,216.50 in connection with its 15<sup>th</sup> and 27<sup>th</sup> quarterly fee applications, which agreements are reflected in this Court's orders approving Towers Watson's 15<sup>th</sup> and 27<sup>th</sup> quarterly fee applications.

Respectfully submitted,

TOWERS WATSON DELAWARE INC.

By: /S/ JEFFREY D. KIMBLE

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Dated: May 5, 2014